

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11
: :
PURDUE PHARMA L.P., *et al.*, : Case No. 19-23649 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
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**STATEMENT OF FEES AND OUT-OF-POCKET EXPENSES
OF PJT PARTNERS LP FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022**

PJT Partners LP (“PJT”), investment banker to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits its statement of fees and out-of-pocket expenses (the “Monthly Fee Statement”) for the period of January 1, 2022 through January 31, 2022 (the “Twenty-Fifth Compensation Period”), in accordance with the Procedures Order (as hereinafter defined). In support of this Monthly Fee Statement, PJT states as follows:

I. Background

1. On September 15, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq., as amended (the “Bankruptcy Code”).

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

2. On November 5, 2019, the Debtors filed the *Debtors' Application to Employ PJT Partners LP as Investment Banker Nunc Pro Tunc to the Petition Date* [Docket No. 430] (the "Retention Application"), pursuant to which the Debtors sought authority to retain and employ PJT as its investment banker pursuant to the terms of an engagement agreement (the "Engagement Agreement") dated May 6, 2019. A copy of the Engagement Agreement was attached to the Retention Application.

3. On November 21, 2019, this Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 529] (the "Procedures Order") establishing procedures for interim compensation and reimbursement of expenses for professionals.

4. On January 9, 2020, this Court entered the *Order Approving Debtors' Employment of PJT Partners LP as Investment Banker Nunc Pro Tunc to the Petition Date* [Docket No. 728] (the "Retention Order") approving the Retention Application and authorizing the retention and employment of PJT effective as of the Petition Date, pursuant to the terms of the Engagement Agreement.

II. PJT's Request for Payment of Fees and Expenses

5. For the Twenty-Fifth Compensation Period, PJT (a) earned monthly fees in the amount of \$225,000.00, and (b) in accordance with the Procedures Order, seeks payment in the amount of \$180,000.00 (representing 80% of the total amount of monthly fees earned by PJT during the Twenty-Fifth Compensation Period). Although every effort has been made to include all out-of-pocket expenses incurred during the Twenty-Fifth Compensation Period, some expenses might not be included in this Monthly Fee Statement due to delays caused in

connection with the accounting and processing of such expenses. Accordingly, PJT reserves the right to make further application to this Court for allowance of such out-of-pocket expenses incurred during the Twenty-Fifth Compensation Period but not included herein.

6. An invoice detailing the monthly fees earned by PJT during the Twenty-Fifth Compensation Period is attached hereto as Appendix A. A summary of the compensation earned and out-of-pocket expenses incurred during the Twenty-Fifth Compensation Period is outlined below:

<u>Twenty-Fifth Compensation Period</u>	<u>Monthly Fee</u>	<u>Holdback @ 20%</u>	<u>Amount Due</u>
January 1 - 31, 2022	\$225,000.00	(\$45,000.00)	\$180,000.00

7. The amount of compensation sought in this Monthly Fee Statement and PJT's compensation practices are consistent with market practices both in and out of a bankruptcy context. PJT has never billed its clients based on the number of hours expended by its professionals. Accordingly, PJT does not have hourly rates for its professionals and PJT's professionals generally do not maintain detailed time records of the work performed for its clients. PJT has, however, maintained contemporaneous time records in one-half hour increments. Time records with respect to the 199.0 hours expended by PJT professionals in providing investment banking services to the Debtors during the Twenty-Fifth Compensation Period are provided in Appendix B. A summary of the total amount of hours expended by PJT professionals is provided below:

<u>Professional</u>	<u>January 2022</u>
Jamie O'Connell	17.0
Joe Turner	33.5
Tom Melvin	91.5
Jovana Arsic	18.0
Lukas Schwarzmann	39.0
Total Hours	<u>199.0</u>

III. Requested Relief

8. Pursuant to the Retention Order and the Procedures Order, with respect to PJT's monthly fees in the amount of \$225,000.00 earned during the Twenty-Fifth Compensation Period, PJT hereby requests that the Debtors make the following payment to PJT:

Monthly Fee	\$225,000.00
Less: 20% Holdback	<u>(45,000.00)</u>
Total Amount Due	<u>\$180,000.00</u>

Dated: February 28, 2022

PJT PARTNERS LP

By: /s/ John James O'Connell III

John James O'Connell III

Partner

280 Park Avenue

New York, NY 10017

(212) 364-7800

APPENDIX A

PJT Partners



February 23, 2022

Terrence Ronan
Purdue Pharma LP
201 Tresser Boulevard
Stamford, CT 06901-3431

Monthly Fee for the period of January 1, 2022 through January 31, 2022:	\$	225,000.00
Less: Holdback @ 20%		<u>(45,000.00)</u>
Total Amount Due⁽¹⁾	\$	<u>180,000.00</u>

Invoice No. 10020089

⁽¹⁾ Expenses incurred, but not yet processed due to timing differences will be billed at a later date.

PJT Partners LP
Finance Department - 17th Floor
280 Park Avenue
New York, NY 10017
212 364-7800
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APPENDIX B

PJT PARTNERS LP
SUMMARY OF HOURS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Title	Hours
Jamie O'Connell	Partner	17.0
Joe Turner	Managing Director	33.5
Tom Melvin	Vice President	91.5
Jovana Arsic	Vice President	18.0
Lukas Schwarzmann	Analyst	<u>39.0</u>
	Total	<u><u>199.0</u></u>

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Jamie O'Connell	01/03/22	0.5	Internal team call regarding various matters
Jamie O'Connell	01/06/22	1.5	Weekly update call with management and advisors
Jamie O'Connell	01/07/22	0.5	Call with management regarding various matters
Jamie O'Connell	01/10/22	0.5	Call with J. Turner regarding various matters
Jamie O'Connell	01/10/22	1.0	Call with management regarding various matters
Jamie O'Connell	01/11/22	1.0	Special Committee call
Jamie O'Connell	01/13/22	1.0	Weekly update call with management and advisors
Jamie O'Connell	01/18/22	0.5	Call regarding various matters
Jamie O'Connell	01/18/22	1.0	Internal team call regarding financial analyses
Jamie O'Connell	01/19/22	0.5	Internal team call regarding financial analyses
Jamie O'Connell	01/20/22	0.5	Call with J. Turner regarding various matters
Jamie O'Connell	01/21/22	4.0	Board call
Jamie O'Connell	01/24/22	0.5	Call regarding financial analysis
Jamie O'Connell	01/25/22	0.5	Call regarding financial analysis
Jamie O'Connell	01/25/22	0.5	Review and comment on draft fee statement
Jamie O'Connell	01/27/22	0.5	Weekly update call with management and advisors
Jamie O'Connell	01/27/22	0.5	Call with J. Turner regarding various matters
Jamie O'Connell	01/29/22	0.5	Call regarding financial analysis
Jamie O'Connell	01/31/22	0.5	Internal team call regarding various matters
Jamie O'Connell	01/31/22	1.0	Special Committee call
		17.0	

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Joe Turner	01/03/22	0.5	Internal team call regarding various matters
Joe Turner	01/05/22	0.5	Emails and communications on various items
Joe Turner	01/05/22	2.0	Review of various financial analyses
Joe Turner	01/06/22	1.5	Weekly update call with management and advisors
Joe Turner	01/07/22	0.5	Call with management regarding various matters
Joe Turner	01/10/22	0.5	Call with J. O'Connell regarding various matters
Joe Turner	01/10/22	1.0	Call with management regarding various matters
Joe Turner	01/11/22	1.0	Special Committee call
Joe Turner	01/13/22	1.0	Weekly update call with management and advisors
Joe Turner	01/18/22	0.5	Call regarding various matters
Joe Turner	01/18/22	2.5	Review of various financial analyses
Joe Turner	01/18/22	2.5	Board presentation preparation
Joe Turner	01/18/22	1.0	Internal team call regarding financial analyses
Joe Turner	01/19/22	0.5	Internal team call regarding financial analyses
Joe Turner	01/19/22	3.0	Review of various financial analyses
Joe Turner	01/20/22	0.5	Call with J. O'Connell regarding various matters
Joe Turner	01/20/22	1.5	Prep for Board call
Joe Turner	01/20/22	0.5	Review of various financial analyses
Joe Turner	01/20/22	1.0	Weekly update call with management and advisors
Joe Turner	01/21/22	6.0	Board call (inc. prep)
Joe Turner	01/24/22	0.5	Call regarding financial analysis
Joe Turner	01/25/22	0.5	Call regarding financial analysis
Joe Turner	01/25/22	0.5	Emails and communications on various items
Joe Turner	01/25/22	0.5	Review and comment on draft fee statement
Joe Turner	01/26/22	0.5	Emails and communications on various items
Joe Turner	01/27/22	0.5	Weekly update call with management and advisors
Joe Turner	01/27/22	0.5	Call with J. O'Connell regarding various matters
Joe Turner	01/29/22	0.5	Call regarding financial analysis
Joe Turner	01/31/22	0.5	Internal team call regarding various matters
Joe Turner	01/31/22	1.0	Special Committee call
		33.5	

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Thomas Melvin	01/02/22	1.0	Review of creditor advisor diligence requests
Thomas Melvin	01/02/22	1.0	E-mail correspondence with AlixPartners and internal team regarding upcoming meeting
Thomas Melvin	01/03/22	0.5	Call with AlixPartners and creditor advisors regarding business development opportunity
Thomas Melvin	01/03/22	2.5	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/03/22	1.0	E-mail correspondence with creditor advisors and Company management regarding upcoming meeting
Thomas Melvin	01/03/22	1.0	Review of requests from Company management
Thomas Melvin	01/04/22	1.0	Call with Company management and AlixPartners regarding creditor advisor diligence requests
Thomas Melvin	01/04/22	2.5	Coordination related to upcoming Management meeting with creditor financial advisors
Thomas Melvin	01/04/22	1.5	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/05/22	0.5	Call with AlixPartners and DPW regarding upcoming meetings
Thomas Melvin	01/05/22	0.5	Call with Company management to discuss creditor advisor diligence requests
Thomas Melvin	01/05/22	1.0	Coordination related to upcoming Management meeting with creditor financial advisors
Thomas Melvin	01/05/22	2.0	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/05/22	2.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/06/22	1.0	Weekly call with Company management and debtor advisors
Thomas Melvin	01/06/22	2.5	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/06/22	1.0	E-mail correspondence with Company management and creditor financial advisors related to diligence requests
Thomas Melvin	01/07/22	1.0	Coordination related to upcoming Management meeting with creditor financial advisors
Thomas Melvin	01/07/22	1.5	Call with Company management and creditor financial advisors to walk through presentation
Thomas Melvin	01/07/22	0.5	Call with creditor financial advisors to discuss management meeting and diligence requests
Thomas Melvin	01/07/22	1.0	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/08/22	1.0	Review of creditor advisor diligence requests and draft responses
Thomas Melvin	01/10/22	1.5	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/10/22	0.5	E-mail correspondence with Company management related to diligence requests
Thomas Melvin	01/11/22	1.0	Attended Special Committee meeting
Thomas Melvin	01/11/22	1.0	Call with Company management to discuss creditor advisor diligence requests
Thomas Melvin	01/11/22	2.5	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/11/22	1.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/11/22	0.5	E-mail correspondence with Company management and creditor advisors related to diligence requests
Thomas Melvin	01/12/22	1.0	Call with internal team regarding financial analysis
Thomas Melvin	01/12/22	0.5	Call with internal team regarding creditor advisor diligence requests
Thomas Melvin	01/12/22	0.5	Call with creditor financial advisor to discuss diligence requests and responses
Thomas Melvin	01/12/22	1.0	Review of creditor advisor diligence requests and draft responses

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Thomas Melvin	01/12/22	1.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/12/22	0.5	Prepare and review agenda for weekly call
Thomas Melvin	01/13/22	1.0	Weekly call with Company management and debtor advisors
Thomas Melvin	01/13/22	0.5	Call with AlixPartners to discuss financial analysis
Thomas Melvin	01/13/22	1.5	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/13/22	0.5	Call with AlixPartners related to diligence requests
Thomas Melvin	01/14/22	1.5	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/15/22	1.0	Review of AlixPartners analysis
Thomas Melvin	01/16/22	0.5	Call with internal team regarding various analyses
Thomas Melvin	01/17/22	0.5	Call with AlixPartners and Company management related to financial analyses
Thomas Melvin	01/17/22	1.5	Review of DPW and AlixPartners analyses
Thomas Melvin	01/17/22	1.5	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/18/22	1.0	Call with internal team regarding various analyses and upcoming meetings
Thomas Melvin	01/18/22	2.5	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/18/22	1.0	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/19/22	1.0	Call with internal team regarding various analyses and upcoming meetings
Thomas Melvin	01/19/22	1.5	Call with AlixPartners, DPW and Company management regarding various matters
Thomas Melvin	01/19/22	2.0	Review analyses form AlixPartners and DPW
Thomas Melvin	01/19/22	1.5	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/19/22	1.0	E-mail correspondence with internal team, AlixPartners and DPW related to presentation drafts
Thomas Melvin	01/19/22	1.0	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/20/22	2.5	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/21/22	4.0	Attended Board meeting
Thomas Melvin	01/21/22	1.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/22/22	0.5	Call with internal team regarding financial analysis
Thomas Melvin	01/23/22	1.0	E-mail correspondence with creditor advisors and Company management regarding diligence request
Thomas Melvin	01/24/22	0.5	Call with internal team regarding creditor advisor diligence requests
Thomas Melvin	01/25/22	2.0	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/25/22	0.5	E-mail correspondence with AlixPartners regarding creditor diligence requests
Thomas Melvin	01/26/22	1.0	Prepare and review analysis responsive to DPW request
Thomas Melvin	01/26/22	1.0	Review AlixPartners analysis
Thomas Melvin	01/26/22	1.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/26/22	2.5	Prepare and review responses to creditor financial advisor diligence requests

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Thomas Melvin	01/26/22	1.5	E-mail correspondence with DPW and Company management related to various matters
Thomas Melvin	01/26/22	0.5	Prepare and review agenda for weekly call
Thomas Melvin	01/27/22	1.0	Weekly call with Company management and debtor advisors
Thomas Melvin	01/27/22	1.5	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/28/22	1.0	Preparation and review of analysis related to questions from directors
Thomas Melvin	01/28/22	1.0	Prepare and review responses to creditor financial advisor diligence requests
Thomas Melvin	01/31/22	0.5	Call with internal team regarding various matters
Thomas Melvin	01/31/22	1.0	Attended Special Committee meeting
Thomas Melvin	01/31/22	1.5	Review of business development opportunity
Thomas Melvin	01/31/22	2.0	Prepare and review responses to creditor financial advisor diligence requests
		<u><u>91.5</u></u>	

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Jovana Arsic	01/03/22	0.5	Call with management regarding various matters
Jovana Arsic	01/04/22	0.5	Call with management regarding various matters
Jovana Arsic	01/06/22	1.0	Weekly call with management and other advisors
Jovana Arsic	01/07/22	1.0	Call with management regarding various matters
Jovana Arsic	01/12/22	1.0	Dialed in to court hearing
Jovana Arsic	01/13/22	1.0	Weekly call with management and other advisors
Jovana Arsic	01/17/22	3.0	Preparation and review of materials
Jovana Arsic	01/18/22	3.0	Preparation and review of materials
Jovana Arsic	01/19/22	2.0	Preparation and review of materials
Jovana Arsic	01/19/22	2.0	Call with management and other advisors
Jovana Arsic	01/20/22	1.0	Preparation and review of materials
Jovana Arsic	01/24/22	1.0	Preparation and review of materials
Jovana Arsic	01/27/22	0.5	Weekly call with management and other advisors
Jovana Arsic	01/30/22	0.5	Internal team call regarding various matters
		<u>18.0</u>	

PJT PARTNERS LP
HOURLY DETAILS FOR THE PERIOD OF
JANUARY 1, 2022 THROUGH JANUARY 31, 2022

Professional	Date	Hours	Explanation
Lukas Schwarzmnn	01/04/22	0.5	Call with management regarding various matters
Lukas Schwarzmnn	01/06/22	3.0	Financial analysis
Lukas Schwarzmnn	01/06/22	1.5	Biweekly call
Lukas Schwarzmnn	01/07/22	2.0	Financial analysis
Lukas Schwarzmnn	01/07/22	1.0	Call with management regarding various matters
Lukas Schwarzmnn	01/10/22	2.0	Financial analysis
Lukas Schwarzmnn	01/11/22	0.5	Call regarding financial analysis
Lukas Schwarzmnn	01/11/22	3.0	Financial analysis
Lukas Schwarzmnn	01/12/22	0.5	Internal discussion
Lukas Schwarzmnn	01/12/22	0.5	Call with management regarding various matters
Lukas Schwarzmnn	01/12/22	2.0	Financial analysis
Lukas Schwarzmnn	01/13/22	2.0	Financial analysis
Lukas Schwarzmnn	01/13/22	1.0	Biweekly call
Lukas Schwarzmnn	01/14/22	3.0	Financial analysis
Lukas Schwarzmnn	01/15/22	2.0	Financial analysis
Lukas Schwarzmnn	01/16/22	2.0	Financial analysis
Lukas Schwarzmnn	01/17/22	0.5	Call regarding financial analysis
Lukas Schwarzmnn	01/17/22	2.0	Financial analysis
Lukas Schwarzmnn	01/18/22	1.0	Financial analysis
Lukas Schwarzmnn	01/19/22	0.5	Call with management regarding various matters
Lukas Schwarzmnn	01/19/22	2.0	Financial analysis
Lukas Schwarzmnn	01/20/22	1.0	Biweekly call
Lukas Schwarzmnn	01/20/22	2.0	Financial analysis
Lukas Schwarzmnn	01/24/22	2.0	Financial analysis
Lukas Schwarzmnn	01/27/22	1.0	Biweekly call
Lukas Schwarzmnn	01/31/22	0.5	Internal discussion
		39.0	